

**UNITED STATES DISTRICT COURT**  
**MIDDLE DISTRICT OF TENNESSEE**

NIKKI BOLLINGER GRAE, Individually and	)	Civil Action No. 3:16-cv-02267
on Behalf of All Others Similarly Situated,	)	
	)	Honorable Aleta A. Trauger
Plaintiff,	)	
	)	Magistrate Judge Jeffrey S. Frensley
vs.	)	
	)	
CORRECTIONS CORPORATION OF	)	
AMERICA, et al.,	)	
	)	
Defendants.	)	
	)	
_____	)	

**DECLARATION OF MORGAN E. WHITWORTH IN SUPPORT OF DEFENDANTS'**  
**MOTION TO EXCLUDE TESTIMONY OF SCOTT DALRYMPLE**

I, Morgan E. Whitworth, declare as follows:

1. I am over 18 years of age and am competent to testify as to the matters stated in this Declaration. I am an associate at the law firm of Latham & Watkins LLP, one of the law firms representing Defendants CoreCivic, Inc. (“CoreCivic”), Damon T. Hininger, David M. Garfinkle, Todd J. Mullenger, and Harley G. Lappin (collectively, “Defendants”).

2. A true and correct excerpted copy of the transcript from the deposition of Scott Dalrymple, which occurred on October 22, 2020, is attached as **Exhibit 1**.

3. A true and correct copy of the September 18, 2020, Rebuttal Report of Scott Dalrymple, introduced as Exhibit 563 during the October 22, 2020, deposition of Scott Dalrymple, is attached as **Exhibit 2**.

4. A true and correct copy of Plaintiff’s Supplemental Objections and Responses to CoreCivic’s Second Set of Interrogatories, served October 20, 2020, is attached as **Exhibit 3**.

5. A true and correct copy of the August 7, 2020, Expert Report of Scott Dalrymple, introduced as Exhibit 562 during the October 22, 2020, deposition of Scott Dalrymple, is attached as **Exhibit 4**.

6. A true and correct copy of the August 7, 2020, Expert Report of Lucy Allen, introduced as Exhibit 534 during the October 14, 2020, deposition of Lucy Allen, is attached as **Exhibit 5**.

7. A true and correct copy of the September 18, 2020, Rebuttal Report of Lucy Allen, introduced as Exhibit 543 during the October 14, 2020, deposition of Lucy Allen, is attached as **Exhibit 6**.

8. A true and correct copy of the Department of Justice Office of Inspector General’s August 2016 *Review of the Federal Bureau of Prisons’ Monitoring of Contract Prisons*, introduced

as Exhibit 564 during the October 22, 2020, deposition of Scott Dalrymple, is attached as **Exhibit 7**.

9. A true and correct excerpted copy of the transcript from the deposition of Donna Mellendick, which occurred on October 27, 2020, is attached as **Exhibit 8**.

10. A true and correct copy of a February 13, 2015, email between CoreCivic employees with subject line “BOP Weekly Trend,” beginning with Bates stamp CORECIVIC\_1218571, is attached as **Exhibit 9**.

11. A true and correct copy of a July 7, 2014, email between CoreCivic employees with subject line “BOP Population Through 06-30-2014,” beginning with Bates stamp CORECIVIC\_1220584, is attached as **Exhibit 10**.

12. A true and correct copy of a June 13, 2016, email between CoreCivic employees with subject line “Fwd: BOP Weekly Trend,” beginning with Bates stamp CORECIVIC\_1248473, is attached as **Exhibit 11**.

13. A true and correct excerpted copy of the transcript from the deposition of Paul Kelly, which occurred on July 21, 2020, is attached as **Exhibit 12**.

14. A true and correct copy of the August 18, 2016, memorandum from Deputy Attorney General Sally Yates, introduced as Exhibit 336 during the February 26, 2020, deposition of William Dalius, is attached as **Exhibit 13**.

15. A true and correct copy of an August 23, 2016, email from the BOP’s Privatization Management Branch Administrator, Pamela Jones, to the BOP’s Assistant Director for the Correctional Programs Division, Angela Dunbar, with the subject line “FYI,” beginning with Bates stamp BOP\_0148858, is attached as **Exhibit 14**.

16. A true and correct copy of a September 1, 2016, analyst report by SunTrust Robinson Humphrey titled “CXW, GEO – Lowering Estimates & PTs Amid Political Shift” is attached as **Exhibit 15**.

17. A true and correct copy of an August 18, 2016, analyst report by Compass Point Research & Trading, LLC titled “Quick Thoughts on DOJ’s For-Profit Prison Memo” is attached as **Exhibit 16**.

18. A true and correct excerpted copy of CoreCivic’s Annual Form 10-K for the financial year ending December 31, 2012, introduced as Exhibit 490 during the July 29, 2020, deposition of John Ferguson, is attached as **Exhibit 17**.

19. A true and correct copy of a June 15, 2016, article published in *The Nation* titled “Federal Officials Ignored Years of Internal Warnings About Deaths at Private Prisons,” introduced as Exhibit 328 during the February 26, 2020, deposition of William Dalius, is attached as **Exhibit 18**.

20. Pursuant to 28 U.S.C. §1746, I declare, under penalty of perjury, that the foregoing is true and correct to the best of my knowledge.

Executed on November 20, 2020 in San Francisco, California.

/s Morgan E. Whitworth  
Morgan E. Whitworth

## **CERTIFICATE OF SERVICE**

I hereby certify that service of the foregoing document was made upon the following Filing Users through the Electronic Filing System and electronic mail:

Christopher Hamp Lyons  
Christopher M. Wood  
ROBBINS GELLER RUDMAN  
& DOWD LLP  
414 Union St. Suite 900  
Nashville, TN 37219  
clyons@rgrdlaw.com  
cwood@rgrdlaw.com

Jeremy A. Lieberman  
J. Alexander Hood II  
Marc C. Gorrie  
POMERANTZ LLP  
600 Third Ave., 20th Floor  
New York, NY 10016  
jalieberman@pomlaw.com  
ahood@pomlaw.com  
mgorrie@pomlaw.com

Jason A. Forge  
ROBBINS GELLER RUDMAN  
& DOWD LLP  
655 W Broadway, Suite 1900  
San Diego, CA 92101  
jforge@rgrdlaw.com

Patrick V. Dahlstrom  
POMERANTZ LLP  
10 S. La Salle St., Suite 3505  
Chicago, IL 60603  
pdahlstrom@pomlaw.com

Dennis J. Herman  
Willow E. Radcliffe  
Kenneth J. Black  
ROBBINS GELLER RUDMAN  
& DOWD LLP  
Post Montgomery Center  
One Montgomery St, Suite 1800  
San Francisco, CA 94104  
dennish@rgrdlaw.com  
willowr@rgrdlaw.com  
kennyb@rgrdlaw.com

Paul Kent Bramlett  
Robert P. Bramlett  
BRAMLETT LAW OFFICES  
40 Burton Hills Blvd., Suite 200  
P.O. Box 150734  
Nashville, TN 37215  
pknashlaw@aol.com  
robert@bramlettlawoffices.com

Jerry E. Martin  
BARRETT JOHNSTON MARTIN &  
GARRISON, LLC  
Bank of America Plaza  
414 Union St., Suite 900  
Nashville, TN 37219  
jmartin@barrettjohnston.com

Michael Goldberg  
Brian Schall  
GOLDBERG LAW PC  
1999 Ave. of the Stars, Suite 1100  
Los Angeles, CA 90067  
michael@goldberglawpc.com  
brian@goldberglawpc.com

James A. Holifield, Jr.

Christopher T. Cain

HOLIFIELD JANICH RACHAL &  
ASSOCIATES, PLLC  
11907 Kingston Pike, Suite 201  
Knoxville, TN 37934  
aholifield@holifieldlaw.com

SCOTT & CAIN  
550 W Main Ave., Suite 601  
Knoxville, TN 37902  
cain@scottandcain.com

this 20<sup>th</sup> day of November, 2020.

/s/ Morgan E. Whitworth  
Morgan E. Whitworth